

## **Exhibit 12**

**Tessa Harvey**

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**From:** Mechlowicz, Freyda <FMechlowicz@milbank.com>  
**Sent:** Thursday, January 26, 2023 2:44 AM  
**To:** Miao, Qingqing  
**Cc:** Perley, Erin; Gibbons, Michael; Bun, Maria; Ciana Casey; Rory Coughlan; Paula Wogan; Tiffany Kolb; Lambert, Paul M.; Goff, Steve  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents  
**Attachments:** Carlyle (former AMCK) Frontier Aircraft Chart (4859-4545-6706-2).docx; Change-Pro Redline - Carlyle Frontier - Form of Lease Assignment-4866-6562-7213-v1 and Carlyle Frontier - Form of Lease Assignment-4866-6562-7213-v2.pdf; Carlyle Frontier - Form of Lease Assignment-4866-6562-7213-v2.docx; Change-Pro Redline - Carlyle Frontier - Form of Amended and Restated Guarantee-4860-6675-9245-v1 and Carlyle Frontier - Form of Amended and Restated Guarantee-4.pdf; Carlyle Frontier - Form of Amended and Restated Guarantee-4860-6675-9245-v2.docx; Guaranty (Frontier MSN 8102)-4853-6008-6070-v3.docx; Change-Pro Redline - Carlyle Frontier - Form of Amended and Restated Guarantee-4860-6675-9245-v1 and Guaranty (Frontier MSN 8102)-4853-6008-6070-v3.pdf; Maverick TL - Lessor Guarantee Termination - MSN 8357 (Frontier) (4880-3670-5868-1).docx; Change-Pro Redline - Manchester Bridge - Notice of Security Assignment (Frontier 9177)-4888-6484-9951-v6 and Manchester Bridge - Notice of Security Assignment (.pdf; Manchester Bridge - Notice of Security Assignment (Frontier 9177)-4888-6484-9951-v7.docx

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Dear Qingqing,

Thank you for the drafts. We would like to set up a call to discuss. Are you available Friday at 1 pm New York time? Please see attached the following:

- An updated chart of all of the aircraft.
  - o This has been updated in the last column in respect of the aircraft being sold to NAC and SKY. The updates show the names of the entities that will act as new OP, new guarantor and new servicer when these aircraft are acquired by NAC and SKY. We will follow up tomorrow with certain KYC packs for those entities.
- Comments to the lease assignment.
  - o We have included explanatory footnotes for many of the changes made, to assist in your review.
  - o Many of the changes were (1) to remove certain entities that are not parties to the lease nor engaging in a transfer between themselves, (2) to correct the description of the events that will occur and (3) remove certain duplicative language.
  - o We cannot accept the language regarding the litigation that you had proposed. However, since the relevant parties have already negotiated and entered into a non-waiver agreement, we have proposed language acknowledging that entry into the agreement is a matter subject to the non-waiver agreement.
  - o As previously discussed, one of the aircraft to be sold to NAC will require a lease assignment because the existing owner trustee (Wells Fargo) will sell the aircraft to an owner trustee (UMB) under a new trust owned by NAC. We would expect to prepare that lease assignment based on the draft we are working

on. In addition, one of the three aircraft being transferred to a trust owned by Maverick Aviation TL (D) Limited will be acquired by NAC by way of assignment of the trust. NAC will have additional comments to the lease assignment for the aircraft it will purchase.

- For the two aircraft to be sold to SKY and the one aircraft to be sold to NAC that will be acquired by way of assignment of the trust, we will prepare a lease amendment that incorporates certain provisions from this lease assignment that are relevant to that circumstance.
- A draft amended and restated guarantee (marked against the draft amended and restated guarantee that you sent per below). We can amend and restate the existing guarantee by the existing guarantor following the transfer of the aircraft and lease to the new trust, to confirm that its guarantee remains effective with respect to the new lessor following that lease assignment.
- An updated draft new guaranty (marked against the draft amended and restated guarantee that you sent per below). This is the new guarantee that will be provided by the new guarantor upon the refinancing date (when the shares in Maverick Aviation TL (D) Limited are transferred to the new guarantor). We have incorporated those changes from the existing guaranty set out in your draft that we can accept.
- A draft guarantee termination. We will need the guaranty by the existing guarantor to be terminated when the new guaranty by the new guarantor replaces it.
- An updated draft of the notice of security assignment for MSN 9177 (marked against the last version of the notice). The paragraph that you have added continues to not be acceptable to us because it is out of the ordinary and outside the lease terms.

Many thanks,  
Freyda

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**From:** Miao, Qingqing <MiaoQ@LanePowell.com>

**Sent:** Sunday, January 22, 2023 4:03 AM

**To:** Mechlowicz, Freyda <FMechlowicz@milbank.com>

**Cc:** Perley, Erin <eperley@milbank.com>; Gibbons, Michael <mgibbons@milbank.com>; Luke, Skylar <sluke@milbank.com>; Bun, Maria <mbun@milbank.com>; Ciana Casey <CianaC@Carlyle.Aero>; Rory Coughlan <RoryC@carlyle.aero>; Paula Wogan <PaulaW@carlyle.aero>; Tiffany Kolb <TiffanyK@Carlyle.Aero>; Lambert, Paul M. <LambertP@LanePowell.com>; Goff, Steve <sgoff@milbank.com>

**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Please find enclosed the draft "Master Agreement" (OT Assignment, BI Assignment, OP Owner Assignment, Consent and Acknowledgment Agreement), Amended and Restated Guarantee and Security Assignment Notice you requested.

The OT Assignment portion of the Master Agreement was already negotiated with AMCK's counsel, and we added the additional Assignments to conform to the revised transaction Carlyle has presented to Frontier Airlines. We left the MSN info out as that can be filled in later. If I recall correctly, some but not all of the aircraft are guaranteed by Accipiter Investments Aircraft 4 and we can update the names of the entity once the form is finalized.

We also marked up the replacement Guarantee. Given the circumstances, we need it be structured as an Amended and Restated Guarantee.

In terms of the Security Assignment Notice document, the Section 20.2(a) Lease requirements apply, and under the circumstances it would not be appropriate for the Lender to override Lessee's existing rights and interests. I ran another compare against your Jan. 4 draft to show all the changes as they stand now just for our records. We made a few clean up changes but the substantive issue remains the same. Happy to discuss.

Thanks!

Best,  
Qingqing

**QINGQING MIAO**  
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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Sent:** Friday, January 20, 2023 1:47 AM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

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Thank you. Please send the drafts as soon as possible. We disagree regarding the requested additional language in the security notices, which language is contrary to the leases and the cooperation agreement. Please let me know when you are available to discuss.

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**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Thursday, January 19, 2023 7:55 PM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M.

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**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

We confirmed with Frontier that the NWC can be signed by a director and we are instructed to proceed with the financial statements & the certificate.

With regard to the N&A, our understanding is that the only outstanding point is the language around the litigation, which is unique to our specific circumstances. Upon further discussions, we don't believe it is appropriate to ignore this unique circumstance as it would negatively affect lessee's rights and interests under the lease.

As noted, we have the assignment documents drafted and updated (to include the BI transfer and OP ownership change) and we also updated the replacement guarantee. As soon as they are finalized on our side, I will circulate them. Paul and I are both traveling this week but we are prioritizing this transaction.

Thanks!

Best,  
Qingqing



**QINGQING MIAO**

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---

**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>

**Sent:** Thursday, January 19, 2023 10:54 PM

**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>

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Hi Qingqing,

Can you please send the draft lease assignment and sign off on the security assignment notice today? We sent you a draft lease assignment in November and you asked that we instead use a different draft that was described as being far along in a prior negotiation with AMCK and therefore would be more efficient. However, since we have not yet received the draft from you we are now getting further delayed in completing the transfer and security requirements in accordance with the leases, and this is having an adverse impact on Carlyle. We are happy to instead start with the draft we previously sent to you, or can prepare a lease assignment based on the IATA form, but we need to move forward with a draft as soon as possible so that we can finalize the documentation.

Thank you!  
Freyda

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**From:** Mechlowicz, Freyda  
**Sent:** Tuesday, January 17, 2023 11:22 PM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Qingqing, please see below the response from the Carlyle in respect of the questions on the financial statement. Regarding the requested certification, they have advised the requested certification could be given by a director of the company. The company does not have named officers such as CFO. If you could please confirm there are no further questions on the financial statements we can arrange for this to be prepared. Please can you also send the draft lease assignment and sign off on the security assignment notice tomorrow.

\*\*\*

When pro forma appears in our financial statements, it indicates that a method of calculating financial results using certain projections or presumptions has been used. We include this Caveat as our unaudited financial statements haven't been approved by the Board of the company yet. In the latest version provided, we include the statement "Unaudited" to be clearer on the Caveat. During the financial year ended, the Maverick Aviation Borrower 1 (MAB1) entity purchased 14 legal entities, which comprised 23 aircraft of an intended 35 aircraft portfolio. To fund this purchase, MAB1 drew down \$421,427,917 from a Term Loan facility which it on-lent to its aircraft owing subsidiaries. In addition to the external debt, MAB1 provided 246,472,313 worth of equity to fund the purchase.

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**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Tuesday, January 17, 2023 2:25 AM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
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**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Following up to the latest communications regarding the net worth confirmation, Frontier's Accounting Department would like to understand why the balance sheet you sent us is labeled "pro forma". For example, if the new proposed guarantor, Maverick Aviation Borrower 1 Ltd. ("Guarantor"), has not yet been created and/or funded, they would like to understand when it will be created and funded in relation to the closing of the novation of each of the three aircraft (MSNs 8102, 8239 and 8357). If Guarantor already exists and has now been funded, the balance sheet should be revised to reflect the current status.

Additionally, in any case Frontier has requested that the Chief Financial Officer provide Frontier with a Certificate certifying the key financial information. A copy of the Certificate they would like to receive is attached. Please confirm Guarantor is okay with giving with the attached Certificate and when it will be given. Thanks!

Best,  
Qingqing



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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Sent:** Tuesday, January 17, 2023 12:59 AM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>  
**Subject:** Re: Carlyle/Frontier - security assignment/WF transfer documents

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Hi Qingqing, could you please send over the draft lease assignment and sign off on the security assignment tomorrow? We need to move these documents forward. Thank you!

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**From:** Mechlowicz, Freyda  
**Sent:** Friday, January 13, 2023 12:25:58 PM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

Thank you, QingQing! Please see below responses from Carlyle's accounting department, in red.

- A set of final financial statements as the balance sheet you sent us is “proforma”; **Our financial statements are unaudited at this current time, and we have caveated them.**
- Audited financials with an opinion confirming which accounting standard is being used; **USGAAP. Please note there are no adjustments needed under the accounting standards applied between IFRS and USGAAP.**
- Confirmation of which currency is being used – USD? EUR? CAD? Other? **USD.**
- A footnote, description or some sort of other information describing in detail what “investment in subsidiaries” means as used in the document provided; **The “investment in subsidiaries” balance relates to the company’s investment in aircraft owning entities.**
- Confirmation that these “subsidiaries” are on the organizational / structure chart you sent to us; **The companies’ other subsidiaries are not included in the structure charts that were provided a few days ago to show the relationship of the two owner participants.**
- Confirmation the provided financials are consolidated. If not, please provide consolidated financials? **These are single-entity financial statements given the “investment in subsidiaries” balance. On consolidation, this balance would be eliminated. Consolidated financial statements are not available yet. The lease does not state that Lessor requires consolidated financials.**

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**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Thursday, January 12, 2023 11:46 PM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>  
**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Thanks a lot for sending over the updated financials last night. Frontier’s Accounting Department reviewed the revised it and raised the following questions.

As far as they can see the only difference between the balance sheet you sent us before and the balance sheet attached to your email below is that “U.S. GAAP” was added the PDF document title. This is not the accounting standard confirmation they had in mind with their earlier request.

Per my prior email to you Frontier’s Accounting Department also requested that Carlyle “add footnotes to the financial statement that include detailed information on the nature of the assets referenced in the financial statement.” Carlyle ignored this request entirely, so we will be more specific in our request.

Without footnotes or further details on the nature of the \$246.5M of “investment in subsidiaries” and other included information, they cannot determine if the net worth threshold is actually met for this proposed guarantor.

We understand Maverick Aviation Borrower 1 Limited is a Cayman limited company with Irish tax residency. Can you please confirm this understanding is correct?

While not specifically required, the vast majority of companies who report in U.S. GAAP order their balance sheet in the order of liquidity, presenting current assets first. Frontier’s Accounting Department has never seen it done differently



unless IFRS or other foreign accounting principles are being used. Additionally, Cayman Island entities commonly report in IFRS and Irish entities typically report in IFRS or Irish/UK GAAP. That said, they have concerns this balance sheet was not prepared in accordance with U.S. GAAP. Without a set of financials with an accompanying audit opinion, they cannot confirm the accounting standard used to prepare the balance sheet.

To address these concerns, Frontier's Accounting Department requests the additional information below.

- A set of final financial statements as the balance sheet you sent us is "proforma";
- Audited financials with an opinion confirming which accounting standard is being used;
- Confirmation of which currency is being used – USD? EUR? CAD? Other?
- A footnote, description or some sort of other information describing in detail what "investment in subsidiaries" means as used in the document provided;
- Confirmation that these "subsidiaries" are on the organizational / structure chart you sent to us;
- Confirmation the provided financials are consolidated. If not, please provide consolidated financials?

Please let me know if you have any questions regarding the above. Thanks.

Best,  
Qingqing



**QINGQING MIAO**

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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>

**Sent:** Thursday, January 12, 2023 2:21 PM

**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>

**Subject:** Re: Carlyle/Frontier - security assignment/WF transfer documents

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Ok thanks for the clarification. Hopefully it will be very close in time but we are happy for the guarantor to enter into a guarantee confirmation for the period between the first metal transfer of step 1 and the occurrence of the guarantee replacement in step 2.

---

**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>

**Sent:** Thursday, January 12, 2023 5:08:41 PM

**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar

<[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>

**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Thanks a lot for sending over the updated financials. We have forward it to Frontier's accounting team for review.

For convenience we refer to the Lease Amendment, Assignment, Assumption and Consent Agreement as the "master agreement" as we use one "anchor" agreement to chart out all the key transactions involved, e.g. the OT transfer and other novations.

Just to clarify, our question from Tuesday was relating to the novation involving the transfer of 100% ownership of Maverick Aviation TL (D) Limited from Maverick Aviation Holdings Ltd. to Maverick Aviation Borrower 1 Ltd., not the subsequent potential sales to NAC and Sky Leasing. We were looking to understand when this novation will take place in relation to the refinancing and other novations. Depending on the timing of it, we may need to revise the guarantee or have a guarantee confirmation.

Thanks!

Best,  
Qingqing



**QINGQING MIAO**

Shareholder [Bio](#) | [vCard](#)

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---

**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>

**Sent:** Wednesday, January 11, 2023 9:12 PM

**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>

**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

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Hi Qingqing,

Following up on the email below, Carlyle provided the attached updated balance sheet. This is under US GAAP but it doesn't result in any change to the contents of the balance sheet (so the only change is that reference in the title). I understand that footnotes were not added because they would not include any information that is additional to what is already reflected in the captions.

Can you please advise when we will receive the lease assignment draft?

Many thanks,  
Freyda

Freyda Mechlowicz | [Milbank](#) | Partner  
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---

**From:** Mechlowicz, Freyda  
**Sent:** Wednesday, January 11, 2023 12:39 AM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Goff, Steve <[sgoff@milbank.com](mailto:sgoff@milbank.com)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

Thanks Qingqing. Could you please explain what you have in mind as a "master agreement"? We are expecting documentation that is in a typical form for a lease assignment.

The first column of the structure chart we provided is just showing the current ownership, not an initial new step of the transaction. Here are the steps we envisioned occurring for these three aircraft:

1. Metal transfer from current Wells Fargo owner trustee to new UMB trust that is beneficially owned by Maverick Aviation TL (D) Limited. The change in owner trustee/trust and the change in beneficial owner would all occur for a particular aircraft at the same time in one set of documents. The 3 aircraft should be moved as soon as possible once the documentation is agreed. This timing will be dependent on aircraft location so it is very important that we get started on this step as soon as possible.
2. After each of the 3 aircraft have been acquired by a new UMB trust per step 1, Maverick Aviation TL (D) Limited shares will be moved and the refinancing will occur simultaneously. The guarantor will change together with this step as well. This would occur as soon as possible once all 3 aircraft are moved into the new trusts. There is no change to the lease parties during this step, other than the guarantor.
3. As soon as possible following step 2, the sale of MSN 8357 will occur via transfer of the beneficial interest in the MSN 8357 trust.

Please note that we will need notices and acknowledgment of security assignment in place for the aircraft at both step 1 (for the financing referred to in the drafts) and step 2 (for the refinancing).

Let me know if you'd like to chat to address any additional questions. Please do send the draft lease assignment documents as soon as possible.

I will liaise with Carlyle on your questions regarding the financial statements.

Many thanks!

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**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Wednesday, January 11, 2023 12:11 AM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Thanks for sending us the additional supporting documents on Friday.

Frontier's Accounting Department has been analyzing the financial statement you sent us to determine if it satisfies the requirements in each of the Leases and the Guarantees (minimum net worth of US\$15M as determined in accordance with U.S. GAAP). Frontier's Accounting Department points out that the financial statement appears to have been done per IFRS or Irish GAAP standards and not U.S. GAAP standards as required by the Leases and Guarantees. If U.S. GAAP standards were applied, it is unclear if the value attributed to the subsidiaries' net assets in fact would meet the required net worth threshold amount. Could Carlyle please give us a clear description of the accounting standards used to prepare the financial statement you sent us? Also, could Carlyle please add footnotes to the financial statement that include detailed information on the nature of the assets referenced in the financial statement.

We understand that Carlyle would like to do three separate novations in connection with its refinancing of the three aircraft. We understand you propose the owner trustee novation take place as a first step. We see from the organization and deal structure chart you sent us that an owner participant novation of ownership of the aircraft from Accipiter Investments Aircraft 4 Limited to Maverick Aviation TL (D) Limited would be the second step of the transaction. Finally, we see from the organization and deal structure chart you sent us that a novation of ownership of aircraft through a sale of 100% of the ownership of Maverick Aviation TL (D) Limited from Maverick Aviation Holdings Ltd. to Maverick Aviation Borrower 1 Ltd. would be the third step of the transaction. Could you please give us details on the timing of how you would like to close these three novations and the refinancing? For example, is our assumption of the sequence of the three steps correct. Also, would there be gaps in time between any of the novations and would the refinancing take place as part of the third step? The master agreement will need to separately address each of these three steps as well as timing of the steps.

We need the above information before we can complete our analysis of the proposed novation and refinancing transaction and finalize a draft of the master agreement for your review.

Thank you.

Best,  
Qingqing



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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>

**Sent:** Monday, January 9, 2023 4:06 PM

**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>

**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

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Hi Qingqing,

Checking in on the draft lease assignment. Can you please send over the draft as soon as possible?

Many thanks,  
Freyda

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**From:** Mechlowicz, Freyda

**Sent:** Friday, January 6, 2023 1:56 PM

**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>

**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Qingqing,

Attached is a structure chart relating to MSN 8102, 8239 and 8357 showing where they currently sit, where the new OP sits currently, and where the new OP will sit once the three aircraft are in the OP and the aircraft are refinanced (which will be promptly after the three aircraft are in the OP).

Also, we previously referenced that the new OP will be the replacement guarantor, but instead it will be an entity called Maverick Aviation Borrower 1 Ltd. which will be the parent of the new OP upon the refinancing, as shown in the chart. The existing OP, existing guarantor, new OP and new guarantor are all affiliates as shown on the chart.

I'm also attaching a financial statement for the new OP.

Sorry to chase, but it would be very helpful to get the lease assignment draft as soon as possible so we can agree that form. We would also be grateful for your sign off on the security notice and acknowledgement so we can spin those out for the other aircraft for your review.

Many thanks,  
Freyda

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---

**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Thursday, January 5, 2023 1:05 AM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

We will respond in due course regarding the N&As.

We are revising the master assignment, assumption and amendment agreement, but you still have not sent us the information we requested on the corporate relationships between the new entities (specifically, a corporate family tree diagram showing how these new entities are related to each other and the Servicer and other aircraft owning entities, including ownership of each entity to its ultimate owner) as well as current US GAAP financial statements for the new proposed guarantor.

We've requested this documentation a few times now but I don't think we have received them yet. We need to have this basic supporting information before progressing the documents further.

We look forward to receiving this supporting documentation soon.

Thanks!

Best,  
Qingqing



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---

**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Sent:** Tuesday, January 3, 2023 4:15 PM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

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Hi Qingqing,

Happy new year! Thank you for your comments to the security assignment notices and acknowledgements. Please see attached updated drafts. As you will see, we took all your comments other than the added paragraph #7 in the notices. This is not language ordinarily included in a security assignment notice or consistent with the lease, and we cannot include it. Please let me know if you are now signed off on these drafts, in which case we will prepare drafts for each of the other aircraft.

You mentioned earlier today that draft lease assignment documentation (including change of OP) is coming shortly, so we will keep our eyes out for that.

Many thanks,  
Freyda

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---

**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Saturday, December 10, 2022 2:54 AM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Please find enclosed our comments to the lessee acknowledgements & the lessor notices. For the aircraft that requires an OP transfer, will there be a separate Notice of BI transfer in addition to the lease amendment?

Thanks!

Best,  
Qingqing



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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Sent:** Friday, December 9, 2022 2:15 PM  
**To:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** Re: Carlyle/Frontier - security assignment/WF transfer documents

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Great thank you!

**From:** Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Sent:** Friday, December 9, 2022 4:59:51 PM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>; Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

Yes, I should be able to send them back to you today. Thanks!

Best,  
Qingqing



**QINGQING MIAO**  
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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Sent:** Friday, December 9, 2022 1:51 PM  
**To:** Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

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Hi Paul and Qingqing,

I just wanted to check on the status of comments or sign off on the security notices, and the drafts of the lease assignment document precedents that you are going to send over. Do you think you will be able to send these today?

Many thanks,  
Freyda

Freyda Mechlowicz | [Milbank](#) | Partner  
55 Hudson Yards | New York, NY 10001-2163  
T: +1 212.530.5464  
[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com) | [milbank.com](http://milbank.com)

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**From:** Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>  
**Sent:** Tuesday, December 6, 2022 2:10 PM  
**To:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** [EXT] RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Freyda,

I sent the consent email to Cody.

Thanks,

Paul



**PAUL M. LAMBERT**  
Shareholder [Bio](#) | [vCard](#)  
[lambertp@lanepowell.com](mailto:lambertp@lanepowell.com)  
**D** 206.223.7724 **C** 425.213.6748  
**LANEPOWELL.COM**

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**From:** Mechlowicz, Freyda <[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com)>  
**Sent:** Tuesday, December 6, 2022 7:53 AM  
**To:** Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; Miao, Qingqing <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>  
**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

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Hi Paul and Qingqing,

Tiffany heard from Cody at GE that GE had not yet heard back from Paul with consent on the requested disclosure (which we touched on during our call). Could you please assist with expediting that consent as it is necessary to keep the buyer due diligence moving along?

Much appreciated!

Freyda

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**From:** Mechlowicz, Freyda

**Sent:** Monday, December 5, 2022 8:29 PM

**To:** 'Lambert, Paul M.' <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>; 'Miao, Qingqing' <[MiaoQ@LanePowell.com](mailto:MiaoQ@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; 'Ciana Casey' <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; 'Rory Coughlan' <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; 'Paula Wogan' <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; 'Tiffany Kolb' <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>

**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents

Hi Paul and Qingqing,

Thanks again for the call earlier today! As discussed, attached is a chart showing the various aircraft. Let me know if you see anything that doesn't line up with your records on your end that we need to fix on here, or if you have any follow up questions.

For MSN 8307 that is slated for sale, we will propose to the buyer that this also transfer to a new UMB trust together with the sale (and that we use the same documentation as we will use to transfer MSN 8357). We will let you know the outcome of that proposal. As discussed, that will need to follow completion of the transfers of MSN 8102, 8239 and 8357 and the security N&As. Also as discussed, after we complete the transfers of MSNs 8102, 8239 and 8357, the security N&As and the sale of the 4 aircraft, we can tackle moving over the remaining WF aircraft to new trusts using the documentation we agreed.

Thank you!

Freyda

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**From:** Mechlowicz, Freyda

**Sent:** Wednesday, November 23, 2022 3:25 PM

**To:** Lambert, Paul M. <[LambertP@LanePowell.com](mailto:LambertP@LanePowell.com)>

**Cc:** Perley, Erin <[eperley@milbank.com](mailto:eperley@milbank.com)>; Gibbons, Michael <[mgibbons@milbank.com](mailto:mgibbons@milbank.com)>; Luke, Skylar <[sluke@milbank.com](mailto:sluke@milbank.com)>; Bun, Maria <[mbun@milbank.com](mailto:mbun@milbank.com)>; Ciana Casey <[CianaC@Carlyle.Aero](mailto:CianaC@Carlyle.Aero)>; Rory Coughlan <[RoryC@carlyle.aero](mailto:RoryC@carlyle.aero)>; Paula Wogan <[PaulaW@carlyle.aero](mailto:PaulaW@carlyle.aero)>; Tiffany Kolb <[TiffanyK@Carlyle.Aero](mailto:TiffanyK@Carlyle.Aero)>

**Subject:** Carlyle/Frontier - security assignment/WF transfer documents

Dear Paul,

I hope all is well with you. We wanted to revert regarding the security assignment documents for certain aircraft, as well as notify you of an intention to transfer three aircraft owned by Wells Fargo as trustee to new trusts with UMB as trustee.

Attached please find the following draft documents:

- Revised draft security notice and acknowledgment for each of MSN 7524 and MSN 9177, marked against the comments that you previously sent over to Carlyle. This covers the two forms of leases, but one of these is for a different MSN than you had commented on because the earlier version was for the aircraft that was redelivered.
- The following three aircraft are currently in Wells Fargo trusts: MSN 8102, 8239 and 8357. Carlyle proposes to move these three aircraft into new trusts with UMB as owner trustee, which will each have the same new owner participant (i.e. all three trusts will have the same owner participant). Attached is a draft lease assignment, assumption and amendment agreement for one of the aircraft, which shows the change in owner trustee and owner participant, as well as a draft replacement guarantee with the new owner participant as guarantor and draft guarantee termination for the prior guarantee. These three aircraft are going to be in a different financing from the financing referred to in the attached draft security notices, following the movement of the three aircraft into the new trusts/owner participant, and we will not need the attached versions of the notices/acknowledgments to be entered into for these three aircraft. When the forms of security assignment notice/acknowledgment for this form of lease is agreed, we'll prepare a version of it that is in the same form but refers to the relevant security documents and parties for the financing that will be applicable to these three aircraft. Per the lease, we will provide the relevant tax form for the new owner participant.

I hope you have a good Thanksgiving weekend. I am happy to hop on a call early next week to discuss any questions/thoughts you may have after you have a chance to take a look at the attached. The documents remain subject to further review and comment.

Best regards,  
Freyda

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